

**MICHIGAN DEPARTMENT OF LABOR & ECONOMIC GROWTH
BUREAU OF COMMERCIAL SERVICES**

Date Received

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ARTICLES OF INCORPORATION

For use by Domestic Nonprofit Corporations
(Please read information and instructions on the last page)

Pursuant to the provisions of Act 162, Public Acts of 1982, the undersigned corporation executes the following Articles:

ARTICLE I

The name of the corporation is:

Nonprofit Housing Corporation

ARTICLE II

The purpose or purposes for which the corporation is organized are:

See Article II below.

ARTICLE III

1. The corporation is organized upon a Nonstock basis.
(Stock or Nonstock)

2. If organized on a stock basis, the total number of shares which the corporation has authority to issue is

_____ . If the shares are, or are to be, divided into classes, the designation of each class, the number of shares in each class, and the relative rights, preferences and limitations of the shares of each class are as follows:

ARTICLE III (cont.)

3. a. If organized on a nonstock basis, the description and value of its real property assets are: (if none, insert "none")
- b. The description and value of its personal property assets are: (if none, insert "none")
- c. The corporation is to be financed under the following general plan:
See Continuation of Article III, Section 3.c., below.
- d. The corporation is organized on a _____ basis.
(Membership or Directorship)

ARTICLE IV

1. The address of the registered office is:
- _____, Michigan _____
- (StreetAddress) (City) (ZIP Code)
2. The mailing address of the registered office, if different than above:
- _____, Michigan _____
- (Street Address or P.O. Box) (City) (ZIP Code)
3. The name of the resident agent at the registered office is:

ARTICLE V

The name(s) and address(es) of the incorporator(s) is (are) as follows:

Name

Residence or Business Address

Use space below for additional Articles or for continuation of previous Articles. Please identify any Article being continued or added. Attach additional pages if needed.

ARTICLE II

The corporation has been organized under Act No. 346 of the Michigan Public Acts of 1966, as amended (the "Act"), exclusively to provide housing facilities for: **[choose one or more]** (i) persons of low income, (ii) persons of low and moderate income, and (iii) persons whose income does not exceed limits established by the Act, **[the following applies to all corporations]** and in general to carry on any business in connection therewith and incident thereto not inconsistent with the Act, and with all powers conferred upon non-profit corporations by the State of Michigan. **[optional provision follows]** The corporation shall also provide any social, recreational, commercial, and communal facilities necessary to serve and improve a residential area in which Authority-aided or federally-aided housing is located or is planned to be located, thereby enhancing the viability of the housing.

ARTICLE III (continued)

3.c. By gift, grant, bequest, devise or loan, including federally guaranteed or insured loans and grants, advances or loans from the Michigan State Housing Development Authority.

Please see Appendix A for additional Articles VI through X.

I, (We), the incorporator(s) sign my (our) name(s) this _____ day of _____, _____.

_____	_____
_____	_____
_____	_____
_____	_____
_____	_____

Name of person or organization
remitting fees:

Preparer's name and business
telephone number:

INFORMATION AND INSTRUCTIONS

1. This form may be used to draft your Articles of Incorporation. A document required or permitted to be filed under the act cannot be filed unless it contains the minimum information required by the act. The format provided contains only the minimal information required to make the document fileable and may not meet your needs. This is a legal document and agency staff cannot provide legal advice.
2. Submit one original of this document. Upon filing, the document will be added to the records of the Bureau of Commercial Services. The original will be returned to your registered office address, unless you enter a different address in the box on the front of this document.

Since this document will be maintained on electronic format, it is important that the filing be legible. Documents with poor black and white contrast, or otherwise illegible, will be rejected.
3. This document is to be used pursuant to the provisions of Act 162, P.A. of 1982, by one or more persons for the purpose of forming a domestic nonprofit corporation.
4. Article II - The purpose for which the corporation is organized must be included. It is not sufficient to state that the corporation may engage in any activity within the purposes for which corporations may be organized under the Act.
5. Article III - The corporation must be organized on a stock or nonstock basis. Complete Article III(2) or III(3) as appropriate, but not both. Real property assets are items such as land and buildings. Personal property assets are items such as cash, equipment, fixtures, etc. The dollar value and description must be included. If there is no real and/or personal property, write in "none".
6. A domestic nonprofit corporation may be formed on either a membership or directorship basis. A membership corporation entitles the members to vote in determining corporate action. If organized on a directorship basis the corporation may have members but they may not vote and corporate action is determined by the Board of Directors.
7. Article IV - A post office box may not be designated as the address of the registered office.
8. Article V - The Act requires one or more incorporators. Educational corporations are required to have at least three (3) incorporators. The address(es) should include a street number and name (or other designation), city and state.
9. This document is effective on the date endorsed "filed" by the Bureau. A later effective date, no more than 90 days after the date of delivery, may be stated as an additional article.
10. The Articles must be signed in ink by each incorporator listed in Article V. However, if there are 3 or more incorporators, they may, by resolution adopted at the organizational meeting by a written instrument, designate one of them to sign the Articles of Incorporation on behalf of all of them. In such event, these Articles of Incorporation must be accompanied by a copy of the resolution duly certified by the acting secretary at the organizational meeting and a statement must be placed in the articles incorporating that resolution into them.
- 11. FEES:** Make remittance payable to the State of Michigan. Include corporation name on check or money order.

FILING AND FRANCHISE FEE **\$20.00**

To submit by mail:

Michigan Department of Labor & Economic Growth
Bureau of Commercial Services
Corporation Division

P.O. Box 30054
Lansing, MI 48909

To submit in person:

2501 Woodlake Circle Drive
Okemos, MI
Telephone: (517) 241-6470

Fees may be paid by VISA or Mastercard when delivered in person to our office.

MICH-ELF (Michigan Electronic Filing System):

First Time Users: Call (517) 241-6470, or visit our website at <http://www.michigan.gov/corporations>
Customer with MICH-ELF Filer Account: Send document to (517) 636-6437

The Department of Labor & Economic Growth will not discriminate against any individual or group because of race, sex, religion, age, national origin, color, marital status, political beliefs or disability. If you need help with reading, writing, hearing, etc., under the Americans with Disabilities Act, you may make your needs known to this agency.

New expedited services beginning January 1, 2006.

Expedited review and filing, if fileable, is available for all documents for profit corporations, limited liability companies, limited partnerships and nonprofit corporations.

The expedited service fees are in addition to the regular fees applicable to the specific document:

Please complete a separate BCS/CD-272 form for expedited service for each document via in person, mail and MICH-ELF.

24-hour service- \$50 for formation documents and applications for certificate of authority.

24-hour service-\$100 for any document concerning an existing entity.

Same day service

- **Same day- \$100 for formation documents and applications for certificate of authority.**

Same day- \$200 for any document concerning an existing entity

Review completed on day of receipt. Document and request for same day expedited service must be received by 1 p.m. EST or EDT.

- **Two hour- \$500**

Review completed within two hours on day of receipt. Document and request for two hour expedited service must be received by 3 p.m. EST or EDT.

- **One hour- \$1000**

Review completed within one hour on day of receipt. Document and request for 1 hour expedited must be received by 4 p.m. EST or EDT.

First time MICH-ELF user requesting expedited service must obtain a MICH-ELF filer number prior to submitting a document for expedited service. BCS/CD-901

Changes to information on MICH-ELF user's account must be submitted before requesting expedited service. BCS/CD-901

APPENDIX A

ARTICLE VI

Notwithstanding any other provision of these Articles of Incorporation, all the income and earnings of the corporation shall be used exclusively for corporate purposes and that no part of the net income or net earnings of the corporation shall inure to the benefit or profit of a private individual, firm, corporation, partnership or association.

ARTICLE VII

Notwithstanding any other provision of these Articles of Incorporation, the corporation shall in no manner be controlled or under the direction or acting in the substantial interest of any private individual, firm, corporation, partnership or association seeking to derive profit or gain therefrom or seeking to eliminate or minimize losses in any dealing or transactions with the corporation.

ARTICLE VIII

Notwithstanding any other provision of these Articles of Incorporation, the operations of the corporation may be supervised by the Michigan State Housing Development Authority (the "Authority") or by any other governmental body as the Authority directs, and that the corporation shall enter into agreements with the Authority or with the governmental body as the Authority from time to time requires. These agreements shall provide for regulation by the Authority or by the governmental body of the planning, development and management of any housing project undertaken by the corporation and the disposition of the property and franchises of the corporation.

ARTICLE IX

Notwithstanding any other provision of these Articles of Incorporation or any other provisions of law, the Authority shall have the power to appoint to the Board of Directors of the corporation a number of new Directors, which number shall be sufficient to constitute a majority of the Board, if:

- (a) the corporation has received a loan or advance as provided for in Act No. 346 of the Public Acts of 1966 of the State of Michigan, as amended (the "Act"), and the Authority determines that the loan or advance is in jeopardy of not being repaid; or
- (b) the corporation has received a loan or advance as provided for in the Act and the Authority determines that the proposed housing project for which the loan or advance was made is in jeopardy of not being constructed; or
- (c) the Authority determines that some part of the net income or net earnings of the corporation is inuring to the benefit of any private individual, firm, corporation, partnership or association; or

- (d) the Authority determines that the corporation is in some manner controlled by or under the direction of or acting in the substantial interest of any private individual, firm, corporation, partnership or association seeking to derive benefit or gain therefrom or seeking to eliminate or minimize losses in any dealings or transactions therewith; or
- (e) the Authority determines that the corporation is in violation of the rules promulgated under Section 22 of the Act; or
- (f) the Authority determines that the corporation is in violation of any agreements entered into with the Authority providing for regulation by the Authority of the planning, development and management of any housing project undertaken by the corporation and the disposition of the property and franchises of the corporation.

ARTICLE X

Notwithstanding any other provisions of these Articles of Incorporation, the Authority may rely upon the continuing effect of these Articles of Incorporation in this form as approved by the Authority, and the corporation agrees not to amend, alter or change the provisions of these Articles of Incorporation without the prior written consent of an Authorized Officer of the Authority.

NPHC Appendix to C&S 502